

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

August 29, 2000

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Partial Termination of Master Lease Agreement evidencing **Schedule 19** dated August 29, 2000 ("**Termination**"), between **Helm Financial Corporation** and **Norfolk Southern Railway Company**.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Norfolk Southern Railway Company  
110 Franklin Road, SE  
Roanoke, VA 24042-0072

**A short summary of the document to appear in the index follows:**

This Partial Termination of Master Lease Agreement evidencing **Schedule No. 19** dated September 2, 1999 to that certain Master Lease Agreement dated July 15, 1996 between Helm Financial Corporation as Lessor and Norfolk Southern Railway Company as Lessee covers 64 locomotives within the series CN 9401-9667 (ns), HATX 504-516 (ns), HLCX 3621-3875 (ns), HLCX 4290 and 4291.

Please file this Termination as a supplementary document to Recordation No. **20822-Q** filed November 16, 1999 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

RECORDATION NO. 20822-HH FILED

SEP 27 '00 19-15 AM

SURFACE TRANSPORTATION BOARD

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SEP 26 11 33 AM '00

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Termination") is dated as of August 29, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Master Lease Agreement evidencing **Schedule No. 19** dated as of September 2, 1999 to that certain Master Lease Agreement dated July 15, 1996 ("**Lease**") with Norfolk Southern Railway Company, a Delaware corporation, with respect to the sixty-four (64) locomotives described in **Schedule A** attached hereto. The Schedule is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 20822-Q filed on November 16, 1999 at 2:30 p.m.

The Schedule was terminated as of May 27, 2000. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Schedule is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: \_\_\_\_\_

Print Name: John F. Dains

Title: Senior Vice President & CFO

RECORDATION NO. 20822-HH FILED

SEP 27 '00 19:15 AM

SURFACE TRANSPORTATION BOARD

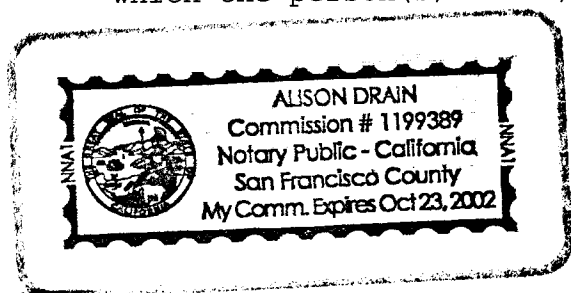
STATE OF CALIFORNIA       )  
                                  ) S.S.  
COUNTY OF SAN FRANCISCO )

On September 25, 2000, before me, Alison Drain, personally  
appeared John F. Dains, Senior Vice President and Chief Financial Officer  
of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon behalf of  
which the person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

# SCHEDULE A

To the Termination of Master Lease Agreement dated August 29, 2000.

## THE UNITS

### Equipment Description:

Fifty-one (51), 3000 horsepower, four-axle locomotives.

	Unit	Number	Model		Unit	Number	Model
1	CN	9401	GP40-2	27	CN	9644	GP40-2
2	CN	9403	GP40-2	28	CN	9646	GP40-2
3	CN	9408	GP40-2	29	CN	9647	GP40-2
4	CN	9412	GP40-2	30	CN	9649	GP40-2
5	CN	9414	GP40-2	31	CN	9650	GP40-2
6	CN	9432	GP40-2	32	CN	9651	GP40-2
7	CN	9434	GP40-2	33	CN	9652	GP40-2
8	CN	9438	GP40-2	34	CN	9653	GP40-2
9	CN	9458	GP40-2	35	CN	9655	GP40-2
10	CN	9459	GP40-2	36	CN	9656	GP40-2
11	CN	9463	GP40-2	37	CN	9657	GP40-2
12	CN	9466	GP40-2	38	CN	9659	GP40-2
13	CN	9468	GP40-2	39	CN	9660	GP40-2
14	CN	9470	GP40-2	40	CN	9662	GP40-2
15	CN	9471	GP40-2	41	CN	9663	GP40-2
16	CN	9472	GP40-2	42	CN	9664	GP40-2
17	CN	9478	GP40-2	43	CN	9665	GP40-2
18	CN	9480	GP40-2	44	CN	9667	GP40-2
19	CN	9522	GP40-2	45	HATX	504	GP40-2
20	CN	9526	GP40-2	46	HATX	510	GP40-2
21	CN	9570	GP40-2	47	HATX	512	GP40-2
22	CN	9632	GP40-2	48	HATX	515	GP40-2
23	CN	9634	GP40-2	49	HATX	516	GP40-2
24	CN	9636	GP40-2	50	HLCX	4290	GP40-2
25	CN	9641	GP40-2	51	HLCX	4291	GP40-2
26	CN	9642	GP40-2				

### Equipment Description:

Thirteen (13), 2,000 horsepower, four-axle locomotives.

	Unit	Number	Model		Unit	Number	Model
1	HLCX	3621	GP38	8	HLCX	3695	GP38AC
2	HLCX	3622	GP38	9	HLCX	3800	GP38-2
3	HLCX	3675	GP38AC	10	HLCX	3801	GP38-2
4	HLCX	3676	GP38AC	11	HLCX	3802	GP38-2
5	HLCX	3678	GP38AC	12	HLCX	3803	GP38-2
6	HLCX	3679	GP38AC	13	HLCX	3875	GP38-3
7	HLCX	3681	GP38AC				